

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

CYCLE-CRAFT CO., INC.
d/b/a BOSTON HARLEY-
DAVIDSON/BUELL,

Plaintiff,

v.

HARLEY-DAVIDSON MOTOR COMPANY,
INC., and BUELL DISTRIBUTION
COMPANY, LLC,

Defendant.

Civil Action No. 04 11402 NMG

**PLAINTIFF CYCLE-CRAFT'S SUPPLEMENTAL PRETRIAL MEMORANDUM AND
OBJECTIONS TO HARLEY-DAVIDSON'S DISCLOSURES**

Pursuant to the Court's April 6, 2006 Procedural Order Re: Final Pretrial Conference/Trial, Plaintiff Cycle-Craft Co., Inc. d/b/a Boston Harley-Davidson/Buell ("Cycle-Craft") submits this Supplemental Pretrial Memorandum and Objections to Harley-Davidson's Disclosures.

I. **Supplemental Exhibit List**

Cycle-Craft hereby submits its Supplemental Exhibit List for the jury trial currently scheduled for May 22, 2006. Cycle-Craft reserves its right to supplement and amend this list. Cycle-Craft further reserves the right to offer as evidence additional documents as needed for cross-examination, impeachment or rebuttal. Finally, Cycle-Craft reserves the right to introduce any exhibit appearing on Harley-Davidson Motor Company Inc. ("Harley-Davidson")'s exhibit list.

Cycle-Craft further states that it includes certain exhibits without waiver or limitation of its right to object to any exhibit, on grounds of authenticity, competency, relevancy, materiality, privilege, admissibility as evidence for any purpose, or any other ground.

In accordance, with the Court's Order, those exhibits to be introduced by without objection are identified by a single sequence of numbers and those exhibits for which Harley-Davidson has reserved the right to object have been identified by a single sequence of capital letters. Cycle-Craft has attempted to comply with the Court's directive to list exhibits in order of their anticipated introduction to the Court but reserves the right to alter that order of introduction.

Objected to Exhibits

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|-----------|---|---|----------------------------|---------------|----------------|--------------------------|
| A. | 6/12/04 | Video Recording of Cycle-Craft Facility | Atwood Declaration, Ex. 5 | | | | |
| B. | 03/07/03 | Letter from Gregory Holmes to Harry [Barry] Nichols re: Boston Harley Davidson | Plaintiff Summary Judgment Exhibit 33, Malicki 40 | H-D 0979 – 0980 | | | |
| C. | 2000-2003 | Cycle-Craft's Bar and Shield Scoresheets | Plaintiff Summary Judgment Exhibit 38 | H-D 0532, 0557, 0582, 0607 | | | |
| D. | 07/14/99 | Boston Globe article entitled "A Bumpy Ride to the Top Small Business Award Winners Take a Risk and Turn Contaminated Paint Factory Into a Roaring 'HOG' Dealership | Plaintiff Summary Judgment Exhibit 41-A | | | | |
| E. | 04/19/98 | Boston Globe article entitled "Bank In Everett Is Branching Out" | Plaintiff Summary Judgment Exhibit 41-B | | | | |
| F. | 1997 | Excerpt from Harley-Davidson, Inc.'s Annual Report | Plaintiff Summary Judgment Exhibit 41-C | | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|---------------|--|---|---|---------------|----------------|--------------------------|
| G. | 07/31/00 | Boston Herald article entitled "Biker Benefit Ride Raises Cash for Kids With Cancer" | Plaintiff Summary Judgment Exhibit 41-E | | | | |
| H. | 07/31/95 | Boston Globe article entitled "Motorcyclists Take to the Road to Help Charity Fund-Raiser Benefits House for Children With Cancer" | Plaintiff Summary Judgment Exhibit 41-F | | | | |
| I. | 05/09/98 | Boston Herald article entitled "High on Hog at Everett Harley Dealership" | Plaintiff Summary Judgment Exhibit 41-G | | | | |
| J. | 05/28/04 | Everett Advocate article entitled "Harley-Davidson 'pitches-in' to Cal Ripken Buddy Ball" | Plaintiff Summary Judgment Exhibit 41-H | | | | |
| K. | 10/30/03 | Press Release entitled "Boston H.O.G. Chapter Donates Check to American Cancer Society" | Plaintiff Summary Judgment Exhibit 41-I | | | | |
| L. | | Boston Harley-Davidson Vehicle Inventory for John Atwood's Motorcycles | Plaintiff Summary Judgment Exhibit 41-J | | | | |
| M. | 05/01/04 | 2004 Boston Harley-Davison Mission Statement | Buchbaum 9 | C-C 2093-96 | | | |
| N. | 03/20/02 | Memo from Nichols to Holaday re: Atwood SRL/ ARO/S possibilities | Holaday 60 | H-D 1501 | | | |
| O. | 12/05/00 | Letter from Ostrom to Atwood re: specific VIN numbers | Holaday 61 | H-D 1077-87 | | | |
| P. | 02/04/03 | Letter from Nichols to Atwood re: Boston, MA Market Study | Malicki 39 | H-D 0982-86 | | | |
| Q. | Various Dates | Documentation and awards received by Cycle-Craft/Boston Harley for charitable contributions and good performance | | C-C 00030-37, C-C 01959-2022, C-C 02143-72, C-C 02479-87 | | | |
| R. | 1990 | 1990 Annual Report of Harley-Davidson, Inc. | | | | | |
| S. | 1991 | 1991 Annual Report of Harley-Davidson, Inc. | | | | | |
| T. | 1996 | 1996 Annual Report of Harley-Davidson, Inc. | | | | | |
| U. | 1997 | 1997 Annual Report of Harley-Davidson, Inc. | | | | | |
| V. | 2002 | 2002 Annual Report of Harley-Davidson, Inc. | | | | | |
| W. | 2003 | 2003 Annual Report of Harley-Davidson, Inc. | | | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|---------------|--|---|--|---------------|----------------|--------------------------|
| X. | 07/23/03 | Bills of Sale from the sales of motorcycles to Florida residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 16, Lunsford 7, Stevens 3 | C-C 00698, 00729, 00827, 00682, 00901, 00747, 00867, 00784, 00771, 00641, 00626, 00802, 00854, 00669, 00894, 00836, 00596, 00608, 00713 | | | |
| Y. | 07/25/03 | Sales and Warranty Registration forms ("SWRs") from the sales of motorcycles to Florida residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 17, Lunsford 16, Stevens 2 | C-C 00590, 00610, 00629, 00651, 00662, 006884, 00696, 00721, 00732, 00749, 00773, 00788, 00807, 00817, 00835, 00853, 00872, 00893, 00903 | | | |
| Z. | 07/28/03 | Copies of driver's licenses from the sales of motorcycles to Florida residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 18, Lunsford 8, Stevens 6 | | | | |
| AA. | Various dates | Copies of the Bills of Sales from the sales of motorcycles to New Hampshire residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 22, Christensen 3 | C-C 00457, 00508, 00527, 00440, 00544, 00557, 00490, 00465 | | | |
| BB. | Various dates | Copies of the Certificates of Origins from the sales of motorcycles to New Hampshire residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 23, Christensen 4 | C-C 00459, 00455, 00511, 00506, 00520, 00525, 00434, 00436, 00543, 00538, 00555, 00564, 00491, 00486, 00467, 00471 | | | |
| CC. | Various dates | Copies of driver's licenses from the sales of motorcycles to New Hampshire residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 25, Christensen 6 | C-C 00522, 00507, 00442, 00545, 00558, 00492, 00466 | | | |
| DD. | July 2003 | Dealer file for Joe Giordano | Buchbaum Declaration Exhibit 1 | | | | |
| EE. | July 2003 | Dealer file for Charles Potts | Buchbaum Declaration Exhibit 2 | | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|----------|--|--|-----------------|---------------|----------------|--------------------------|
| FF. | 10/01/03 | Employee Warning Notice issued to Jason Marasca | Buchbaum 14 | C-C 02453 | | | |
| GG. | 02/11/04 | Employee Warning Notice issued to Jason Marasca | Buchbaum 15 | C-C 02454 | | | |
| HH. | 04/08/04 | Employee Warning Notice issued to Jason Marasca | Buchbaum 16 | C-C 02455 | | | |
| II. | | Positive Customer Testimonials | | C-C 00001-15 | | | |
| JJ. | 12/22/04 | Opinion issued by the Court of Appeals of Wisconsin. Racine Harley-Davidson, Inc. v. State of Wisconsin, Division of Hearings and Appeals, Harley-Davidson Motor Company, Inc. (278 Wis.2d 508, 692 N.W.2d 670)) | | | | | |
| KK. | | Massachusetts General Laws Part I, Title XV, Chapter 93B. Regulation of Business Practices Between Motor Vehicle Manufacturers Distributors and Dealers | | | | | |
| LL. | | Harley-Davidson Dealer Market Areas by Zip Base Map. | Holaday 59 | H-D 1788 | | | |
| MM. | 05/03/04 | E-mail from Contois to Buchbaum re: Five Year Business Plan | Malicki 46 | H-D 0978 | | | |
| NN. | 05/90 | Study entitled "Analysis and Recommendations Concerning Export Sales" compiled by the Fontana Group, Inc. | Plaintiff Summary Judgment Exhibit 5, Flickinger 3 | H-D 1572 - 1588 | | | |
| OO. | 05/21/92 | Harley-Davidson Non-Retail Policy/P & A Allocation Meeting Minutes | Plaintiff Summary Judgment Exhibit 6, Flickinger 8 | H-D 1606 - 1608 | | | |
| PP. | 04/18/91 | Memorandum from Cimermanic to Harley-Davison employees re: "Non-Retail" Sales | Flickinger 5 | H-D 1592-95 | | | |
| QQ. | 02/93 | Letter from Fink to Harley-Davidson dealers re: Non-Retail Sales | Flickinger 10 | H-D 1615-23 | | | |
| RR. | 03/18/04 | Memorandum from Flickinger to Harley-Davidson dealers re: Sales of New Motorcycles in E-Commerce w/2004 Model Year Non-Retail Policy attached | Flickinger 12A | H-D 20013-15 | | | |
| SS. | 05/14/04 | Letter to William Berkowitz from Gregory Holmes | Verduyn 26 | | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|----------|--|---|-------------------|---------------|----------------|--------------------------|
| TT. | 12/13/02 | E-mail from Bill Holaday to Mike Malicki, Gene Ostrom, CC to Barry Nichols and Joe Marcolina re: Boston Market Study | Plaintiff Summary Judgment Exhibit 34, Malicki 38 | H-D 1805 - 1806 | | | |
| UU. | 04/25/02 | Correspondence to Gene Ostrom from Brian Kelly re: possible Beverly-Danvers locations | Ostrom 64 | H-D 20291-94 | | | |
| VV. | 04/09/02 | B&L Client Advisory | Ostrom 65 | H-D 2094.1 | | | |
| WW. | 06/20/02 | Letter from Brian Kelly to Mike Malicki re: Beverly-Danvers market area | Ostrom 66 | H-D 20295 | | | |
| XX. | 08/30/04 | Letter from Brian Kelly to Mr. Evers re: possible Danvers location | Ostrom 67 | H-D 20296-97 | | | |
| YY. | 01/11/05 | Letter from Thomas Wyand, North End Harley-Davidson, Inc., to Mike Malicki, Harley-Davidson Motor Company | Plaintiff Summary Judgment Exhibit 13 | H-D 11001 - 11002 | | | |
| ZZ. | 07/28/03 | E-mail from Steve Verduyn to Mike Malicki and Al Contois re: SWR report needed | Plaintiff Summary Judgment Exhibit 35, Verduyn 14 | H-D 1852 – 1853 | | | |
| AAA. | 07/30/03 | E-mail to Tony Gray and Kathy Henson from Steve Verduyn re: 1864 (Boston HD) financial statement | Verduyn 15 | H-D 1854 | | | |
| BBB. | 02/02/04 | E-mail to Al Contois from Steve Verduyn re: Boston HD audit/Non-Retail Sales | Verduyn 21 | H-D 1910 | | | |
| CCC. | 04/27/04 | Termination letter to Tina Hargis re: Boston Harley-Davidson | Verduyn 77 | H-D 31010-11 | | | |
| DDD. | 09/19/03 | Letter from Flickinger re: Bay City, MI investigation | Verduyn 78 | H-D 31008-09 | | | |
| EEE. | 09/19/03 | Letter from Flickinger re: Bob Schultz dealer Investigation | Verduyn 79 | H-D 31006-07 | | | |
| FFF. | 01/14/04 | Letter from Flickinger re: Schofield, WI investigation | Verduyn 80 | H-D 31003-05 | | | |
| GGG. | 10/16/03 | Termination letter from Jon Flickinger to Santa Fe Harley-Davidson | Verduyn 81 | H-D 31000-02 | | | |
| HHH. | 03/01/04 | Letter to Bruns indicating intent to audit dealership. | Verduyn 82 | H-D 20526-30 | | | |
| III. | | Invoices from Harley-Davidson to McCasland Motorcycles | Verduyn 83 | H-D 20458-61 | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|---------------|--|---------------------------|-----------------------|---------------|----------------|--------------------------|
| JJJ. | Various Dates | Collection of audit letters sent from Harley-Davidson, Inc. to various dealers | Verduyn 84 | | | | |
| KKK. | Various Dates | Series of letters sent from Harley-Davidson, Inc. to various dealers | Verduyn 87 | | | | |
| LLL. | 02/13/04 | Letter from Malicki to McTamney of Liberty Harley-Davidson | | H-D 10615-16 | | | |
| MMM. | 04/02/04 | Letter from Malicki to McTamney of Liberty Harley-Davidson | | H-D 10617-20 | | | |
| NNN. | 10/30/02 | E-mail from Verduyn to Oppermann re: Suspect non-retail letter needed, dealer 0230 | | H-D 41746 | | | |
| OOO. | 10/31/02 | Letter from Hutchinson to Scott of Harley-Davidson Fullerton, Inc. | | H-D 41744-45 | | | |
| PPP. | 05/27/03 | Letter from Hutchinson to Scott of Harley-Davidson Fullerton, Inc. | | H-D 41749-51 | | | |
| QQQ. | 12/12/02 | Letter from Hutchinson to Tom of Downtown Harley-Davidson | | H-D 42138-39 | | | |
| RRR. | 02/05/03 | Letter from Hutchinson to Tom of Downtown Harley-Davidson | | H-D 42338-42 | | | |
| SSS. | 03/31/03 | Letter from Hutchinson to Tom of Downtown Harley-Davidson | | H-D 42343 | | | |
| TTT. | 10/11/02 | Letter from Heichelbech to Rhoten of Dodge City Harley-Davidson | | H-D 41434-35 | | | |
| UUU. | 12/06/02 | Letter from Heichelbech to Rhoten of Dodge City Harley-Davidson | | H-D 41427-28 | | | |
| UUU.1 | | Photographs of the Boston Harley-Davidson dealership | | C-C 03060-85 | | | |
| UUU.2 | | Sales advertisements placed in the Boston Herald by Boston Harley-Davidson | | C-C 00980 – C-C 01012 | | | |
| UUU.3 | 08/07/03 | Fax from Bloom to Lieutenant Wessles | Bloom 1 | FLHP 91-131 | | | |
| UUU.4A | | Deal Jacket for NH Sale | | C-C 00428-50 | | | |
| UUU.4B | | Deal Jacket for NH Sale | | C-C 00451-61 | | | |
| UUU.4C | | Deal Jacket for NH Sale | | C-C 00462-81 | | | |
| UUU.4D | | Deal Jacket for NH Sale | | C-C 00482-99 | | | |
| UUU.4E | | Deal Jacket for NH Sale | | C-C 00500-14 | | | |
| UUU.4F | | Deal Jacket for NH Sale | | C-C 00515-31 | | | |
| UUU.4G | | Deal Jacket for NH Sale | | C-C 00532-50 | | | |
| UUU.4H | | Deal Jacket for NH Sale | | C-C 00551-69 | | | |
| UUU.4I | | Deal Jacket for FL Sale | | C-C 00586-602 | | | |
| UUU.4J | | Deal Jacket for FL Sale | | C-C 00603-19 | | | |
| UUU.4K | | Deal Jacket for FL Sale | | C-C 00620-37 | | | |
| UUU.4L | | Deal Jacket for FL Sale | | C-C 00638-56 | | | |
| UUU.4M | | Deal Jacket for FL Sale | | C-C 00657-73 | | | |

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|------|-------------------------|---------------------------|----------------|---------------|----------------|--------------------------|
| UUU.4N | | Deal Jacket for FL Sale | | C-C 00674-91 | | | |
| UUU.4O | | Deal Jacket for FL Sale | | C-C 00692-708 | | | |
| UUU.4P | | Deal Jacket for FL Sale | | C-C 00709-25 | | | |
| UUU.4Q | | Deal Jacket for FL Sale | | C-C 00726-43 | | | |
| UUU.4R | | Deal Jacket for FL Sale | | C-C 00744-61 | | | |
| UUU.4S | | Deal Jacket for FL Sale | | C-C 00762-80 | | | |
| UUU.4T | | Deal Jacket for FL Sale | | C-C 00781-98 | | | |
| UUU.4U | | Deal Jacket for FL Sale | | C-C 00799-813 | | | |
| UUU.4V | | Deal Jacket for FL Sale | | C-C 00814-31 | | | |
| UUU.4W | | Deal Jacket for FL Sale | | C-C 00832-48 | | | |
| UUU.4X | | Deal Jacket for FL Sale | | C-C 00849-63 | | | |
| UUU.4Y | | Deal Jacket for FL Sale | | C-C 00864-81 | | | |
| UUU.4Z | | Deal Jacket for FL Sale | | C-C 00882-900 | | | |
| UUU.4AA | | Deal Jacket for FL Sale | | C-C 00901-05 | | | |

Unopposed Exhibits

| Trial Exhibit Number | Date | Description | Deposition Exhibit Number | Bates Range(s) | Dated Offered | Dated Admitted | Offered Through Witness: |
|----------------------|----------|---|---|--|---------------|----------------|--------------------------|
| 1. | 09/19/00 | Harley-Davidson Motorcycle Dealer Contract for Cycle-Craft Co., Inc. d/b/a Boston Harley-Davidson/Buell | Plaintiff Summary Judgment Exhibit 1, Atwood 1 | H-D 0001, 0001.1, 0002, 0002.1, and 0035 | | | |
| 2. | 06/14/02 | Harley-Davidson Motorcycle Dealer Contract Extension for Cycle-Craft Co., Inc. d/b/a Boston Harley-Davidson/Buell | Plaintiff Summary Judgment Exhibit, 1 Atwood 1A | H-D 0006 | | | |
| 3. | 01/99 | Harley-Davidson General Conditions of Sale and Service | Plaintiff Summary Judgment Exhibit 2 | H-D 0007 - 0032 | | | |
| 4. | 04/20/04 | Letter from Jon Flickinger to John Atwood re: Inspection of Records | Plaintiff Summary Judgment Exhibit 14, Verduyn 24 | H-D 0085 - 0087 | | | |
| 5. | 04/20/04 | Letter from Jon Flickinger to John Atwood re: Notice of Dealer Contract Termination | Plaintiff Summary Judgment Exhibit 26, Verduyn 25 | H-D 0088 – 0093 | | | |

| | | | | | | | |
|------|---------------|--|--|---|--|--|--|
| 6. | 07/28/03 | Copies of cashier's checks from the sales of motorcycles to Florida residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 20, Lunsford 4, Stevens 5 | C-C 00822, 00679, 00902, 00861, 00666, 00838, 00890, 00716, 00593, 00871, 00627, 00607, 00733, 00748, 00785, 00772, 00647, 00697, 00804 | | | |
| 7. | Various dates | Copies of cashier's checks from the sales of motorcycles to New Hampshire residents at issue in this dispute | Plaintiff Summary Judgment Exhibit 24, Christensen 5 | C-C BATES CUT-OFF, C-C 00507, 00524, 00437, 00540, 00562, 00485, 00472 | | | |
| 8. | 02/21/05 | Defendants' Supplemental Answers to Interrogatories | Plaintiff Summary Judgment Exhibit 36 | | | | |
| 9. | 08/12/03 | E-mail from Mike Malicki to Al Contois and Steve Verduyn re: Lee Custom Cycle | Plaintiff Summary Judgment Exhibit 37, Verduyn 17 | H-D 1855 – 1856 | | | |
| 10. | 07/20/90 | 1991 Model Pricing and Non-Retail Sales Policy | Flickinger 4 | H-D 1589-90 | | | |
| 10A. | 1991-2004 | Harley-Davidson's Non-Retail Sales Policies for the 1991-2004 Model Years | Plaintiff Summary Judgment Exhibit 3, Flickinger 11 | H-D 1624-1640, H-D 0987-0988 | | | |
| 11. | 02/13/04 | E-mail to Al Contois and Mike Malicki from Steve Verduyn w/audit notice attached for Boston Harley-Davidson | Verduyn 22 | H-D 1911-12 | | | |

II. Supplemental Witness Lists

A. **Live Witnesses**

Cycle-Craft hereby submits its Supplemental Witness List for the jury trial currently scheduled for May 22, 2006. Cycle-Craft reserves its right to further supplement and amend this list. Cycle-Craft has not listed such additional witnesses as may be required solely for document authentication, or who may be needed for rebuttal purposes. This witness list is based on the assumption that Harley-Davidson is not willing to voluntarily produce Harley-Davidson employee witnesses for examination during Cycle-Craft's case in chief. Finally, Cycle-Craft

reserves the right to call any witness that appears on Harley-Davidson's witness list, and to offer additional testimony by deposition or trial transcript.

In alphabetical order, the witnesses that Cycle-Craft expects to present at trial as part of its case in chief are as follows:

John Atwood (Fact Witness)

361 Charles Street

Reading, MA 01867

Michael Bloom (Fact Witness)

4 Pocahontas Drive

West Peabody, MA 01960

Laura Breeden (Fact Witness)

C/o Bingham McCutchen

150 Federal Street

Boston, MA 02110

Ronald Buchbaum (Fact Witness)

No. 7 Cape Ann Circle

Ipswich, MA 01938

Al Contois (Fact Witness)

9 Chestnut Way

Stratham, NH 03885

Steve DeOssie (Fact Witness)

C/o Cycle-Craft

1760 Revere Beach Pkwy Rte. 16

Everett, MA 02149

Claud Jinks (Fact Witness)

Dynamic Dealer Strategies

6504 Turnberry Lane SE

Olympia, WA 98501

Jennifer Kent (Fact Witness)

C/o Bingham McCutchen

150 Federal Street

Boston, MA 02110

Jamie McGrath (Fact Witness)
62 Clifton Avenue
Saugus, MA, 01906

Kenneth McPhee (Fact Witness)
19 Temple Drive
Methuen, MA 01844

Elizabeth Menninger (Fact Witness)
C/o Cycle-Craft
1760 Revere Beach Pkwy Rte. 16
Everett, MA 02149

Rochelle Pauletti (Fact Witness)
C/o Cycle-Craft
1760 Revere Beach Pkwy Rte. 16
Everett, MA 02149

B. Witnesses Appearing by Deposition¹

Listed below are Plaintiff Cycle-Craft's supplemental designations of the pertinent portions of the testimony Cycle-Craft expects to present at trial by means of deposition. This testimony is expected to be presented by transcript and/or by video playback. Cycle-Craft reserves the right to further supplement or amend these designations. In addition, inclusion of testimony is not a concession of its admissibility. Cycle-Craft also expects that it may be necessary to designate additional portions of testimony from these, or other, witnesses after it has reviewed any witness lists and/or designations of testimony proposed by Harley-Davidson. Further, Cycle-Craft expects that it may be necessary to designate additional portions of testimony from these, or other, witnesses in response to Harley-Davidson's objections to Cycle-Craft's exhibits.

¹ The Parties are in the process of negotiating their respective objections and counter-designations to deposition testimony.

| Diane Bolden | |
|----------------|--------------|
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| Jon Flickinger May 27, 2005 | |
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| Michael Malicki | |
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| Michael Malicki | |
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| Barry Nichols | |
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| Gene Ostrom | |
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² Plaintiff identifies this excerpt because of an unanticipated foundation objection by Defendant.

| Steven Verduyn April 6, 2005 | |
|------------------------------|--------------|
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| Steven Verduyn May 26, 2005 |
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| 325 | 2-25 |
| 326 | 1-22 |

III. **Objections**

In accordance with the Court's Order, Cycle-Craft hereby submits its objections to the proposed exhibits and deposition designations of Harley-Davidson. Cycle-Craft reserves the right to supplement and amend these objections.

A. **Objections to Harley-Davidson's Exhibits**

| NUMBER | DESCRIPTION | OBJECTION |
|---------------|---|----------------------|
| VVV | December 18, 1996 SWR Agreement (H-D 1657) | Relevancy |
| WWW | July 1, 2002 Memo to All Dealers re: 2003 Model Year (H-D 21773-91) | Relevancy |
| XXX | Warranty Manual Excerpts (H-D 1650-51) | Relevancy |
| YYY | NRSP for the model years 2000 to 2004 | Relevancy |
| ZZZ | March 6, 2003 Email from Verduyn to Kevin Dacey (H-D 1817) | Relevancy Hearsay |
| AAAA | March 7, 2003 Email from Dacey to Verduyn (H-D 1818) | Relevancy |
| BBBB | April 4, 2003 Email from Malicki to Verduyn (H-D 1832-34) | Relevancy Hearsay |
| CCCC | June 20, 2003 Email from Verduyn to Dodson (H-D 1844) | Relevancy Hearsay |

| NUMBER | DESCRIPTION | OBJECTION |
|--------|--|---|
| DDDD | Letter from Vesey to Buchbaum (Buchbaum Dep. Ex. No. 6) | Relevancy Hearsay Foundation |
| EEEE | Buchbaum Employment Agreement (Buchbaum Dep. Ex. No. 4) | Relevancy |
| FFFF | Customer Survey Response (Buchbaum Dep. Ex. No. 13) | Relevancy Hearsay Foundation |
| GGGG | SWR Guide | Relevancy Not produced in discovery |
| HHHH | Blank Hard Copy SWR | Relevancy Not produced in discovery |
| III | July 1, 2004 Email from Contois to Verduyn (H-D 12038-39) | Relevancy Hearsay Foundation |
| JJJJ | Financial Statements and Tax Returns for Cycle-Craft | Relevancy |
| KKKK | July SWR Bikes List (C-C 1060-61) | Hearsay Foundation |
| LLLL | Electronic SWR for Robert Misiano (H-D 1675) | Relevancy |
| MMMM | Cycle-Craft Dealer File for David Hamner (C-C 02488-2506) | Relevancy |
| NNNN | Electronic SWR for James Jouve (H-D 1674) | Relevancy |
| OOOO | Cycle-Craft Dealer File for Robert Duff (C-C 02507-2526) | Relevancy |
| PPPP | Electronic SWR for Robin Misiano (H-D 1672) | Relevancy |
| QQQQ | Cycle-Craft Dealer File for Robert Romig (C-C 02591-2603) | Relevancy |
| RRRR | Electronic SWR for Marisa Olivo (H-D 1673) | Relevancy |
| SSSS | Cycle-Craft Dealer File for Louis Nardone (C-C 2527-2571) | Relevancy |
| TTTT | Electronic SWR for Howard Cook (H-D 1671) | Relevancy |
| UUUU | Cycle-Craft Dealer File for Scott Desalvo (C-C 02636-2615) | Relevancy |
| VVVV | Electronic SWR for Andre Silva (HD 1670) | Relevancy |
| WWWW | Cycle-Craft Dealer File for Theodore Shomos (C-C 02668-2678) | Relevancy |

| NUMBER | DESCRIPTION | OBJECTION |
|--------|---|---|
| XXXX | Electronic SWR for Sheila Firth (H-D 1668) | Relevancy |
| YYYY | Cycle-Craft Dealer File for John Holbrook (C-C 02581-2590) | Relevancy |
| ZZZZ | Cycle-Craft Sales Log (C-C 02808-2898) (Buchbaum Dep. Ex. No. 17) | Hearsay Foundation |
| AAAAA | Telephone Invoices (Buchbaum Dep. Ex. No. 18) | Relevancy Foundation |
| BBBBB | Summary of Telephone Calls | Relevancy Foundation Misleading Rule 403 |
| CCCCC | Declaration of David Brierton attaching Offense Incident Report | Relevancy Hearsay Foundation |
| DDDDD | Lunsford Deposition Exhibit No. 3 | Hearsay Foundation |
| EEEEEE | Lunsford Deposition Exhibit No. 8 | |
| FFFFF | Lunsford Deposition Exhibit No. 17 (pp. 46-48) | Relevancy Hearsay Foundation |
| GGGGG | Lunsford Deposition Exhibit No. 20 | Hearsay Relevancy |
| HHHHH | Lunsford Deposition Exhibit No. 21 | Hearsay Pleading, Not Evidence |
| IIIII | Christensen Deposition Exhibit No. 2 | |
| JJJJJ | Christensen Deposition Exhibit No. 3 | |
| KKKKK | Christensen Deposition Exhibit No. 8 | Foundation Hearsay |
| LLLLL | Lee Custom Cycle Web Site Material (H-D 0095-96) | Hearsay Relevancy Foundation |

| NUMBER | DESCRIPTION | OBJECTION |
|--------|--|-----------------------|
| MMMMMM | Marasca Evaluations (C-C 2457-2471) | Relevancy Hearsay |
| 14 | August 18, 2005 Letter from Ron Buchbaum re: voluntary termination of Buell Contract | Relevancy Rule 403 |
| 15 | August 26, 2005 email from Ron Buchbaum re: voluntary termination | Relevancy Rule 403 |
| 16 | November 30, 2000 Memo from Flickinger to All Dealers (H-D 20003-04) | Relevancy |
| 68 | Fax to Ron B. (Walsh Dep. Ex. 7) | Hearsay Foundation |
| 69 | Fax to Sean Walsh (Walsh Dep. Ex. No. 8) | Hearsay Foundation |

B. Objections and Counter-Designations to Harley-Davidson's Deposition Designations

Michael Stevens

| Page/Line | Objection |
|---------------|---------------------------------|
| 6:19-23 | Relevance, Unduly prejudicial |
| 13:20 – 14:10 | Hearsay, Relevance, Speculative |
| 18:11-17 | Relevance, Not testimony |
| 24:25 – 25:12 | Speculative, Leading |
| 33:5-9 | Leading |

| Counter-Designations |
|----------------------|
| 59:7 - 21 |
| 60:12 – 66:6 |
| 76:13 – 81:9 |

Deborah Lunsford

| Page/Line | Objection |
|---------------|-------------------------------|
| 5:14-18 | Relevance, Unduly prejudicial |
| 10:8-11 | Speculative, Non-responsive |
| 24:12 – 25:13 | Hearsay, Speculative |
| 25:22 – 27:7 | Hearsay, Speculative |

| | |
|-----------------|--|
| 28:15-25 | Hearsay, Speculative |
| 31:6 – 36:25 | Hearsay, Speculative, Non-responsive |
| 37:14 – 38:14 | Non-responsive, Speculative |
| 38:24 – 39:25 | Hearsay, Non-responsive, Misleading, Unduly prejudicial, Inflammatory |
| 51:7-19 | Misleading, Unduly prejudicial |
| 55:7-9 | Misleading, Inflammatory, Speculative |
| 56:16 – 62:9 | Relevance |
| 93:3 – 94:13 | Relevance, Unduly prejudicial, Hearsay |
| 96:3-24 | Relevance, Unduly prejudicial, Hearsay |
| 112:9 – 116:8 | Improper line of questioning, Hearsay, Speculative |
| 116:22 – 118:25 | Improper line of questioning, Hearsay, Speculative |
| 119:14 – 120:23 | Improper line of questioning, Hearsay, Speculative, Inflammatory, Unduly Prejudicial |
| 183:25 – 185:1 | Leading, Speculative |

| Counter Designation |
|----------------------------|
| 13:13 – 14:4 |
| 47:25 – 48:2 |
| 48:19-21 |
| 56:16 - 57:7 ³ |
| 124:3 – 125:21 |
| 129:13 – 131:10 |
| 133:13-21 |
| 139:5-9 |
| 140:22 – 141:5 |
| 142:8 – 143:4 |
| 147:4-22 |
| 149:4 – 150:1 |
| 150:20 – 151:4 |
| 151:23 – 152:2 |
| 159:9-20 |
| 167:7 – 168:18 |
| 169:18 – 171:1 |
| 180:5-18 |

Michael Bloom

Cycle-Craft objects to the presentation of Mr. Bloom's testimony by deposition.

³ Plaintiff identifies this excerpt because of an unanticipated foundation objection by Defendant and reserves the right to offer the testimony in its case-in-chief if necessary.

Respectfully submitted,

CYCLE-CRAFT CO., INC.

By its attorneys,

/s/ James C. Rehnquist

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Dated: May 12, 2006

CERTIFICATE OF SERVICE

I certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on May 12, 2006.

/s/ Christopher C. Nee

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